

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

**FEE STATEMENT COVER SHEET FOR THE
PERIOD APRIL 4, 2023 THROUGH AUGUST 11, 2023**

Debtor: LTL Management LLC (“ LTL ”)	Name of Applicant: King & Spalding LLP (“ K&S ”)
Case No.: 23-12825 (MBK)	Client: LTL Management LLC
Chapter: 11	Case Filed: April 4, 2023 (the “ Petition Date ”)

**SECTION I
FEE SUMMARY**

<input type="checkbox"/> Monthly Fee Application	<input type="checkbox"/> Interim Fee Application	<input checked="" type="checkbox"/> Final Fee Application
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Summary of Amounts Requested for the Period April 4, 2023 through August 11, 2023 (the “**Compensation Period**”).

	FEES	EXPENSES
Total Previous Fee Requested:	\$1,036,587.85 ¹	\$320,751.86
Total Fees Allowed To Date:	\$0.00	\$0.00
Total Retainer (If Applicable):	\$0.00	\$0.00
Total Holdback (If Applicable):	\$207,317.57	\$0.00
Total Received By Applicant:²	\$0.00	\$0.00

Fee Total: \$1,036,587.85

Disbursement Total: \$320,751.86

Total Fee Application: \$1,357,339.71

¹ The total amount of fees and expenses incurred by K&S during the Compensation Period for matters in which it is solely representing LTL or is representing LTL jointly with Johnson & Johnson is \$1,934,972.31. Of this amount, as set forth in this first and final fee application, K&S is seeking allowance and payment in the amount of \$1,036,587.85 in fees and \$320,751.86 in expenses from LTL. K&S’ fees for matters in which it is solely representing Johnson & Johnson are not reflected in this first and final fee application.

² On August 25, 2023, K&S filed and served its first monthly fee statement (the “Combined Monthly Fee Statement”) requesting payment of fees in the amount of \$1,036,587.85 and reimbursement of expenses in the amount of \$320,751.86 incurred for the period of April 4, 2023 through August 11, 2023 [ECF No. 1264]. The objection deadline for the Combined Monthly Fee Statement is September 8, 2023.

**COMPENSATION BY PROFESSIONAL
APRIL 4, 2023 THROUGH AUGUST 11, 2023**

The attorneys who rendered professional services in these chapter 11 cases for the Compensation Period are:

NAME OF PROFESSIONAL AND TITLE ³	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
<i>Partners</i>				
Bush, Matthew	2012	\$890.00	67.3	\$59,897.00
Calfo, Alex	1991	\$1,120.00	9.0	\$10,080.00
Fournier, Kristen	2002	\$1,060.00	514.1	\$544,946.00
Hynes, Kevin	2013	\$890.00	22.7	\$20,203.00
Johnson, Paul	1984	\$1,120.00	20.2	\$22,624.00
Romano, Julia	2008	\$1,000.00	23.3	\$23,300.00
Wilson, Thad	2008	\$1,000.00	6.0	\$6,000.00
<i>Counsel</i>				
Ashby, Matt	2000	\$865.00	6.0	\$5,190.00
Davidson, Scott	1996	\$865.00	5.7	\$4,930.50
Steinmann, Cori	2004	\$865.00	12.1	\$10,466.50
<i>Associates</i>				
Baker, Britney	2018	\$959	77.4	\$74,226.60
Gascoine, Evan	2008	\$740	66.0	\$48,840.00
Hewgley IV, Cason	2017	\$705	8.0	\$5,640.00
King, Bryan	2011	\$740	519.3	\$384,282.00
Litzinger, Brittany	2020	\$650	16.7	\$10,855.00
McHugh, Jay	2020	\$595	12.4	\$7,378.00
Sims, Heather	2021	\$560	16.6	\$9,296.00
Tenkhoﬀ, Paige	2020	\$595	6.1	\$3,629.50
Vives, Michael	2014	\$740	23.3	\$17,242.00
Kolli, Priya*	2014	\$290	11.4	\$3,306.00
<i>Paraprofessionals</i>				
Ritzert, Barbara	N/A	\$385.00	45.3	\$17,440.50
Coplen, David	N/A	\$385.00	5.6	\$2,156.00
Fermin, Luis	N/A	\$385.00	4.0	\$1,540.00
TOTALS:			1,498.5	\$1,293,468.60
Less Fees for Johnson & Johnson Only Representation:				(\$256,880.75)
TOTAL FEES REQUESTED:				\$1,036,587.85

³ *Staff Attorney.

**SECTION II
SUMMARY OF SERVICES**

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY KING & SPALDING LLP
FOR THE PERIOD APRIL 4, 2023 THROUGH AUGUST 11, 2023**

100% LTL

TASK CODE	DESCRIPTION	HOURS	AMOUNT
L002	Case Administration	118.6	\$94,753.00
L003	Claims Administration and Objections	6.1	\$5,276.50
L004	Fee/Employment Applications	81.0	\$78,259.10
L005	Relief from Stay Proceedings	5.2	\$5,005.00
L006	Litigation Consulting	603.4	\$596,413.50
Totals:		814.3	\$779,707.10

50% LTL / 50% Johnson & Johnson

TASK CODE	DESCRIPTION	HOURS	AMOUNT
L006	Litigation Consulting	684.2	\$513,761.50
Totals:		684.2	\$513,761.50
Less Fees for Johnson & Johnson Only Representation:			(\$256,880.75)
Total Fees Requested:			\$256,880.75

**SECTION III
SUMMARY OF DISBURSEMENTS**

**DISBURSEMENT SUMMARY BY KING & SPALDING LLP
FOR THE PERIOD APRIL 4, 2023 THROUGH AUGUST 11, 2023**

100% LTL

DISBURSEMENTS	Amount
-	-
TOTAL:	\$0.00

50% LTL / 50% Johnson & Johnson

DISBURSEMENTS	Amount
Court Reporter/Trial Transcripts	\$189,275.27
Document Delivery	\$242.14
Expert/Professional Fees	\$42,463.26
Filing Fees	\$6,803.67
Litigation Support Vendors	\$392,263.79
Travel	\$10,455.58
TOTAL:	\$641,503.71
Less Expenses for Johnson & Johnson Only Representation:	(\$320,751.86)
TOTAL REQUESTED:	\$320,751.86

I certify under penalty of perjury that the above is true.

Date: September 7, 2023

/s/ Kristen R. Fournier
Kristen R. Fournier

<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p> <p>Caption in Compliance with D.N.J. LBR 9004-1(b)</p> <p>WOLLMUTH MAHER & DEUTSCH LLP Paul R. DeFilippo, Esq. 500 Fifth Avenue New York, New York 10110 Telephone: (212) 382-3300 Facsimile: (212) 382-0050 pdefilippo@wmd-law.com</p> <p>JONES DAY Gregory M. Gordon, Esq. Brad B. Erens, Esq. Dan B. Prieto, Esq. Amanda Rush, Esq. 2727 N. Harwood Street Dallas, Texas 75201 Telephone: (214) 220-3939 Facsimile: (214) 969-5100 gmgordon@jonesday.com bberens@jonesday.com dbprieto@jonesday.com asrush@jonesday.com (Admitted pro hac vice)</p> <p>ATTORNEYS FOR DEBTOR</p>	<p>KING & SPALDING LLP Kristen Renee Fournier, Esq. 1185 Avenue of the Americas 34th Floor New York, NY 10036-2601 Telephone: (212) 790-5342 Facsimile: (212) 556-2222 kfournier@kslaw.com (Admitted pro hac vice)</p> <p>SPECIAL COUNSEL FOR DEBTOR</p>
<p>In re:</p> <p>LTL MANAGEMENT LLC,¹</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No.: 23-12825</p> <p>Judge: Michael B. Kaplan</p> <p>Hearing Date: October 18, 2023</p>

**FIRST AND FINAL FEE APPLICATION OF KING & SPALDING LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS SPECIAL COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION
FOR THE PERIOD FROM APRIL 4, 2023 THROUGH AUGUST 11, 2023**

King & Spalding LLP (“K&S”), as special counsel to LTL Management LLC, the debtor and debtor-in-possession in the above-captioned matter (the “Debtor”), submits this application (the “Application”) pursuant to the *Order Establishing Procedures for Interim Compensation and*

¹ The last four digits of the Debtor’s taxpayer identification number are 6622. The Debtor’s address is 501 George Street, New Brunswick, New Jersey 08933.

Reimbursement of Retained Professionals (the “Compensation Procedures Order”) [ECF No. 562], *Order (I) Dismissing Debtor’s Chapter 11 Petition Pursuant to 11 U.S.C. § 1112(b)*; (II) *Establishing Procedures with Respect to Requests for Compensation*; and (III) *Granting Related Relief* (the “Dismissal Order”) [ECF No. 1211], sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Local Bankruptcy Rule 2016-1, as its first and final application for compensation for services rendered and reimbursement of expenses for the period of April 4, 2023 through August 11, 2023 (the “Compensation Period”). As set forth herein, K&S seeks, on a final basis, allowance and payment of compensation in the amount of \$1,036,587.85 for services rendered by K&S during the Compensation Period and allowance and reimbursement of its actual and necessary expenses in the amount of \$320,751.86 incurred during the Compensation Period. In support of the Application, K&S respectfully represents as follows:

BACKGROUND

1. On April 4, 2023 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 case (the “Chapter 11 Case”) in the United States Bankruptcy Court for the District of New Jersey (the “Court”).

2. On May 22, 2023, the Court entered the Compensation Procedures Order. Pursuant to the Compensation Procedures Order, professionals, as directed therein, may file with the Court and serve monthly fee statements. If there are no objections to a monthly fee statement, then the professionals are entitled to payment in the amount of eighty percent of the fees and one hundred percent of the expenses requested in the monthly fee statement.

3. The Compensation Procedures Order further provides that professionals may file interim and final fee applications for allowance of compensation and reimbursement of expenses

of the amount sought in the monthly fee statements, including the twenty percent holdback, pursuant to section 331 of the Bankruptcy Code.

4. On August 11, 2023 (the “Dismissal Date”), the Court entered the Dismissal Order. Pursuant to the Dismissal Order, professionals, as directed therein, shall file with the Court and serve any monthly, interim, and final fee statements for periods through and including the Dismissal Date within 30 days of the Dismissal Date.

5. The Office of the United States Trustee has established certain *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”). The Office of the United States Trustee has promulgated forms to aid in compliance with the Revised UST Guidelines. Charts and tables based on such forms are attached hereto as exhibits and filled out with data to the extent relevant to this Chapter 11 Case:

- Exhibit A:** Customary And Comparable Compensation Disclosures With Fee Applications;
- Exhibit B:** Summary of Timekeepers Included In This Application;
- Exhibit C:** Summary of Compensation Requested By Task Code;
- Exhibit D:** Summary of Expense Reimbursement Requested By Category; and
- Exhibit E:** Summary Cover Sheet of Application.

6. On May 4, 2023, K&S filed its application to be retained, effective as of April 4, 2023. See ECF No. 420. K&S also filed a supplemental declaration in support of its retention on June 6, 2023. See ECF No. 706.

7. On June 6, 2023, this Court entered an *Order Authorizing Retention of King & Spalding LLP, Effective as of April 4, 2023* [ECF No. 709].

**K&S’ APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

8. This Application is K&S' first and final application for compensation filed in this matter.

9. In accordance with the procedures prescribed in the Compensation Procedures Order and the Dismissal Order, K&S has filed and served a combined monthly fee statement (the "Combined Monthly Fee Statement") during the Compensation Period. As set forth in K&S' retention application, there are certain instances where K&S represents both the Debtor and Johnson & Johnson ("J&J") in a matter. In those joint representations, the Combined Monthly Fee Statement allocates 50 percent of K&S' fees and expenses to the Debtor and the remaining 50 percent to J&J.

10. On August 25, 2023, K&S filed and served the Combined Monthly Fee Statement requesting payment of fees in the amount of \$1,036,587.85 and reimbursement of expenses in the amount of \$320,751.86 incurred for the period of April 4, 2023 through August 11, 2023 [ECF No. 1264]. The objection deadline for the Combined Monthly Fee Statement is September 8, 2023.

11. As of the date hereof, K&S has received payment for fees in the amount of \$0.00 and payment for expenses in the amount of \$0.00.

12. In accordance with the Compensation Procedures Order and Dismissal Order, K&S seeks final approval of all fees and expenses sought in the Combined Monthly Fee Statement and payment in an amount equal to the difference between the amount of the fees and expenses allowed and the actual payments received by K&S on account of the Combined Monthly Fee Statement.

JURISDICTION, VENUE, AND STATUTORY BASIS

13. This Court has jurisdiction to consider this matter pursuant to sections 157 and 1334 of title 28 of the United States Code. Consideration of this Application is a core proceeding pursuant to section 157(b) of title 28 of the United States Code. Venue is proper before this Court pursuant to sections 1408 and 1409 of Title 28 of the United States Code. The statutory predicates

for the relief sought herein are sections 328, 330, and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rules 2016-1 and 2016-3.

**SUMMARY OF SERVICES RENDERED AND EXPENSES
INCURRED DURING THE COMPENSATION PERIOD**

14. The compensation requested in this proceeding is reasonable based on the nature and extent of the services rendered, the size and complexity of this Chapter 11 Case, the time, labor, and special expertise brought to bear on the questions presented, and other related factors.

15. As described in further detail below, during the Compensation Period, the professional services K&S performed were necessary and appropriate to protect the rights and fulfill the obligations of the Debtor given the nature and complexity of the issues at hand, were in the best interests of the Debtor and other parties in interest, and were performed in an expeditious and efficient manner. As such, K&S submits that the compensation sought herein is reasonable within the meaning of sections 330 and 331 of the Bankruptcy Code.

16. As set forth in the Application cover sheet submitted herewith, K&S rendered a total of 1,498.5 hours of professional services during the Compensation Period, for which it seeks compensation of \$1,036,587.85 and incurred \$320,751.86 in out-of-pocket expenses which were “actual, necessary expenses” in connection with rendering the professional services described herein.

17. To apprise this Court of the legal services rendered during the Compensation Period, K&S sets forth the following summary. This summary is intended only to highlight certain categories of services in which K&S devoted substantial time and attention on behalf of the Debtor. The Combined Monthly Fee Statement contains detailed descriptions of all services rendered and expenses incurred during the Compensation Period and are incorporated herein by reference as if fully set forth in their entirety.

- A. **Case Administration:** This category relates to work in connection with administrative and miscellaneous tasks. With respect to this category, during the Compensation Period, K&S completed various tasks, such as review, prepare, and revise materials relating to the motion to dismiss.

Fees: \$94,753.00; Hours: 118.6

- B. **Claims Administration and Objections:** This category relates to work in connection with certain claims against the estate and objections and related issues. During the Compensation Period, K&S analyzed materials and gathered information relating to talc claims.

Fees: \$5,276.50; Hours: 6.1

- C. **Employment/Fee Applications:** This category relates to work in connection with preparing K&S' retention application. During the Compensation Period, K&S reviewed the interested party list and prepared its retention application, disclosure statement, supplemental declaration, and related exhibits.

Fees: \$78,259.10; Hours: 81.0

- D. **Relief from Stay Proceedings:** This category relates to work in connection with termination or continuation of automatic stay under section 362 of the Bankruptcy Code and related issues. With respect to this category, during the Compensation Period, K&S responded to motion related to Valdez (CA) and assisted with motions practice related to Janssen and Kenvue.

Fees: \$5,005.00; Hours: 5.2

- E. **Litigation Counseling:** This category relates to work in connection with talc related litigation and analysis of related issues. With respect to this category, during the Compensation Period, K&S attended witness preparation sessions, depositions, and hearings. K&S also assisted with preparation of pleadings, and materials for Moline and Emory matters and trial preparations and trial for Valadez (CA).

Fees: \$1,110,175; Hours: 1,287.6

18. In addition to the foregoing, K&S incurred out-of-pocket expenses during the Compensation Period in the amount of \$320,751.86 which were "actual, necessary expenses" in connection with rendering the professional services described above pursuant to section 330(a)(1)(B) of the Bankruptcy Code. K&S has made every effort to minimize the expenses in this matter by utilizing the most cost-efficient methods of communication consistent with the necessary time restraints.

CERTIFICATION OF COUNSEL

19. A Certification of Counsel is attached hereto as **Exhibit F**.

COMPLIANCE WITH GUIDELINES

20. K&S believes that this Application substantially complies with the local rules of this Court and the United States Trustee's guidelines for fee applications. To the extent there has not been material compliance with any particular rule or guideline, K&S respectfully requests a waiver or an opportunity to cure.

CONCLUSION

WHEREFORE, for all of the foregoing reasons, pursuant to sections 328, 330, and 331 of the Bankruptcy Code, K&S respectfully requests (i) allowance, on a final basis, of compensation for professional services rendered as special counsel to the Debtor during the Compensation Period in the amount of \$1,036,587.85; (ii) reimbursement, on a final basis, of actual and necessary expenses incurred by K&S during the Compensation Period in the amount of \$320,751.86; (iii) payment of the outstanding fees and expenses due K&S for the Compensation Period; and (iv) such other and further relief as this Court deems just and proper.

Dated: September 7, 2023

KING & SPALDING LLP
Special Counsel for Debtor

By: /s/ Kristen R. Fournier
Kristen R. Fournier